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INTERSTATE COMMERCE COMMISSION

SHORT FORM OF LEASE

MEMORANDUM OF LEASE made as of the 15th day of
September, 1971, by and between UNITED STATES RAILWAY
 EQUIPMENT CO. ("United") and PEABODY COAL COMPANY ("Lessee").

W I T N E S S E T H:

United hereby leases to Lessee that number of rail-
 road cars of the type, construction and such other description
 (hereinafter referred to as "Cars") as is set forth in Exhibit
 A attached hereto and by this reference made a part hereof.
 The term of this Lease (hereinafter referred to as the "Lease")
 shall begin approximately January 1, 1972 and shall end approximately
 December 31, 1984, all as provided in and subject to the rents
 and other provisions of the Lease of even date herewith executed
 by the parties hereto with respect to the Cars. Among other
 provisions contained in said lease is a provision granting
 Lessee an option to extend the term of this Lease for a period
 of five (5) years from the end of the original term, all sub-
 ject to and upon the terms and conditions therein set forth.

IN WITNESS WHEREOF, the parties have executed
 and affixed their respective seals to this Short Form of
 Lease as of the day and year first above written.

UNITED STATES RAILWAY EQUIPMENT CO.

By _____

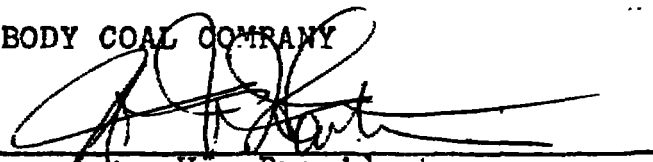

 Vice President

ATTEST:


 asst. Secretary

PEABODY COAL COMPANY

By _____


 Vice President

ATTEST:



EXHIBIT A

Lease dated September 15, 1971, by and between United States Railway Equipment Co. ("United") and Peabody Coal Company ("Lessee").

Type and Description of Car: Used 100-ton Gondola Cars

Number of Cars: One hundred forty-one (141)

***Reporting Numbers and Marks:**

PCCX 2001 to 2160, inclusive. At any time that United shall request, Lessee shall place such lettering, numbers and marking upon the Cars as may be designated by United provided that the cost thereof shall be borne by United and that parties shall execute such amendment to this Lease as will be necessary to reflect any change in the reporting numbers and marks of any Car.

***When United's reporting marks are specified, this Lease is subject to the granting of all necessary consents to such use by carrier, AAR, or any other approval now or hereafter required by tariff, AAR rules, or applicable laws and regulations.**

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 7th day of December, 1971, before me personally appeared R. E. Bell, to me personally known, who being by me duly sworn, says that he is Vice President of the United States Railway Equipment Co., and P. R. Leach to me personally known to be the Asst Secretary of said corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

James E. Gauder
Notary Public

My Commission Expires June 11, 1975

STATE OF MISSOURI)
) SS.
CITY)
~~COUNTY~~ OF ST. LOUIS)

On this 26th day of November, 1971, before me personally appeared W. V. Hartman, to me personally known, who being by me duly sworn, says that he is Vice President of Peabody Coal Company, and J. M. Touhill to me personally known to be the Assistant Secretary of said corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Andrea Price
Notary Public

My Commission Expires July 9, 1974